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If you have sold or otherwise transferred all your shares in SDCL Energy Efficiency Income Trust Plc, and as a result, no longer hold any ordinary shares, please forward this document as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was made, for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding of ordinary shares in SDCL Energy Efficiency Income Trust PLC, you should retain the documents and consult the person through whom the sale was affected.

A proxy form for the Annual General Meeting is enclosed and should be completed and returned so as to reach Computershare Investor Services PLC not less than 48 hours prior to the time of the meeting. Subject to any restrictions on travelling or gatherings imposed by the UK government in connection with COVID-19 (the “**COVID-19 Restrictions**”) that are in place at the time of the Annual General Meeting, completion of the proxy form will not preclude you from attending and voting at the meeting in person if you wish.

SDCL Energy Efficiency Income Trust PLC

(the “**Company**”)

(registered in England and Wales under number 11620959)

Notice of Annual General Meeting

To be held at 5th Floor, 1 Vine Street, London, W1J0AH

On 10 August 2021 at 2.00pm

This document should be read as a whole. Your attention is drawn to the letter from your Chair which is set out on pages 2 to 11 of this document.

Your attention is also drawn to the Notice of Annual General Meeting which is set out on pages 12 to 14 of this document.

Proxy forms for the Annual General Meeting must be received by the Company’s Registrar, Computershare Investor Services PLC, by no later than 2.00 pm BST on 6 August 2021.

SDCL ENERGY EFFICIENCY INCOME TRUST PLC

Registered Office:

6th Floor
125 London Wall
London
EC2Y 5AS

LETTER FROM THE CHAIR

Directors:

Tony Roper (*Chair*)
Chris Knowles
Helen Clarkson
Emma Griffin

15 July 2021

Dear Shareholder,

2021 Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting ("**AGM**") to be held on 10 August 2021 at 5th Floor, 1 Vine Street, London, W1J0AH at 2.00 pm BST.

Impact of COVID-19 uncertainty on the AGM

Despite recent announcements by the UK government that the majority of COVID-19 Restrictions will come to an end on 19 July 2021, the Board considers that there remains a degree of uncertainty around the relaxation of restrictions and what this means for the holding of general meetings going forward. In addition, it remains the Board's priority to ensure the health and wellbeing of all stakeholders during these uncertain times and given that restrictions may be tightened at relatively short notice, recognise this may prevent Shareholders from attending the AGM. Accordingly, the Board strongly encourages Shareholders not to attend the AGM in person, and strongly encourages all Shareholders to vote on the resolutions to be proposed at the AGM.

Instructions for voting by proxy are set out in the notes at the end of the Notice and on the proxy form sent to Shareholders. Given that the uncertainty relating to what COVID-19 Restrictions may be in place at the time of the AGM, Shareholders are encouraged to appoint the Chair of the Meeting as their proxy.

The Board expects that the AGM will be functional in format, attended only by those necessary to form a quorum, which will be facilitated by the Company. However, the Board understands that beyond voting on the formal business of the meeting, the AGM also serves as a forum for Shareholders to raise questions and comments to the Board. Therefore, registered Shareholders and their corporate representatives or proxies are invited to ask any questions of the Board by submitting questions by email. We will aim to respond to all questions submitted in this way. Shareholders may submit questions by email to SEEIT@sannegroup.com. Please ensure that all questions are submitted no later than 2.00 pm BST on 6 August 2021.

The formal Notice of AGM is set out in this document along with an explanation in relation to the resolutions to be proposed at the AGM, which are set out below:

Ordinary Resolutions

Resolutions 1 to 11 (inclusive) are all proposed as ordinary resolutions which requires that for each of those Resolutions to be passed, more than half of the votes cast in relation to such Resolution must be cast in favour of it.

Resolution 1: 2021 Annual Report

The Directors are required to lay before the AGM the audited Accounts, the report of the Directors and the Auditors Report for the financial year ended 31 March 2021.

Resolution 2: Directors' Remuneration Report

Shareholders are being requested to approve the Directors' Remuneration Report, which is presented on pages 87 to 90 of the Company's annual report and financial statements for the year ended 31 March 2021 (the "2021 Annual Report"), by passing Resolution 2.

Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Report and is an advisory resolution. Accordingly, entitlement of a Director to remuneration is not conditional on the Resolution being passed.

As all Directors of the Company are non-executive, they receive an annual fee appropriate for their responsibilities and time commitment but receive no other incentive programmes or performance-related emoluments.

In December 2020, the Board engaged an independent professional external remuneration consultant, Trust Associates Limited ("**Trust Associates**"), to conduct a review of the Directors' remuneration.

As part of its review, Trust Associates considered that the workload and time involved by the Directors had increased since IPO. This has been driven by the increased size and complexity of the Company arising from the number of investments the Company acquired and the rapid pace of its development, but also by regulatory changes from corporate governance, accounting and other developments. Trust Associates carried out a review of fees paid to the directors of an appropriate peer group of infrastructure companies for which director remuneration has been published. One specific recommendation from Trust Associates was that incremental fees should be paid for specific additional corporate work, in line with market practice. The Board reviewed the advice from its independent professional external remuneration consultant, Trust Associates, on potential fee increases to apply, and based on their analysis, the Board's recommendation is set out below:

- the base Director's fee be increased to £45,000 (2020: £35,000);
- the fee paid to the Chair be increased to £65,000 (2020: £50,000);
- the annual supplement paid to the Chair of the Audit & Risk Committee remains at £5,000 (2020: £5,000);
- the annual supplement for the roles of Senior Independent Director and Chair of the Remuneration Committee are to be reduced to £2,000 (2020: £5,000); and
- the recommendation of additional fees to be paid for specific corporate work be adopted.

The Board believes that the increase to the Chair's remuneration reflects the increased demands of the role of the Chair, although even at this new proposed level, it remains at the lower end of the range for Board Chairs in the Infrastructure sector.

The table below sets out Directors' remuneration approved and actually paid for the year to 31 March 2021, as well as the proposed remuneration for the year ended 31 March 2022:

<i>Director</i>	<i>Role</i>	<i>Fee to 31 March 2022 (proposed)</i>	<i>Fee to 31 March 2021 (approved)</i>
Tony Roper	Chair	£65,000	£50,000
Helen Clarkson	Audit & Risk Committee Chair	£50,000	£40,000
Christopher Knowles	Senior Independent Director	£47,000	£40,000
Emma Griffin*	Remuneration Committee Chair	£47,000	£18,000
Total		£209,000	£148,000

* Appointed with effect from 21 October 2020.

The total fees paid to Directors in the year to 31 March 2021 were £148,000, which was within the annual cap of £300,000 previously approved by Shareholders.

Resolutions 3-6 (inclusive): Re-election/election of Directors

In accordance with the provisions of the AIC Code of Corporate Governance (the “Code”), all Directors of the Company are subject to annual re-election. The Directors are committed to measures that promote good corporate governance. In line with best practice, all Directors will be submitted for re-election on an annual basis.

In accordance with the Articles of Association of the Company, new Directors will continue to be elected at their first AGM following appointment. This being the first AGM since Emma Griffin’s appointment, she will seek election.

Tony Roper, Helen Clarkson and Christopher Knowles will retire and, being eligible, offer themselves for re-election.

As set out in the corporate governance statement in the 2021 Annual Report, following formal performance evaluation, the Board confirms that the performance of each of the Directors seeking re-election continues to be effective and demonstrates commitment to the role, and that each Director continues to be independent. Therefore, the Board believes that it is in the best interests of Shareholders that the Directors be re-elected.

The Directors believe that the Board has an appropriate balance of skills, experience, knowledge and diversity. Full biographies of all the Directors are set out on pages 64 and 65 of the 2021 Annual Report and are also available for viewing on the Company’s website <https://www.seeitplc.com/>

Resolutions 7 and 8: Re-appointment and remuneration of the Auditors

The Company is required at each general meeting at which accounts are presented to appoint an auditor to hold office until the next such meeting. PricewaterhouseCoopers LLP (“**PWC**”) have indicated their willingness to continue in office.

Accordingly, Resolution 7 reappoints PWC as auditor and Resolution 8 authorises the Audit & Risk Committee to determine the Auditor’s remuneration. The Board, on the recommendation of the Audit & Risk Committee, recommends the re-appointment of PWC.

Resolution 9: Dividend policy

Whilst the Company is not required to seek approval from Shareholders for the payment of interim dividends pursuant to the Companies Act 2006, the Board recognises that corporate governance best practice and shareholder expectations are such that it would be appropriate for Shareholders to be provided with an opportunity to review and, if thought fit, to approve the Company’s dividend policy on an ongoing basis.

Accordingly, Shareholders are being asked to approve the Company’s policy with respect to the payment of interim dividends on a quarterly basis for the year ending 31 March 2022. The Company is targeting an aggregate dividend of 5.62 pence per share for the year to 31 March 2022, to be paid quarterly.

The above target dividend payments are targets only and not profit forecasts. There can be no assurance that these targeted payments can or will be met and they should not be seen as an indication of the Company’s expected or actual results or returns.

Resolution 10: Amendment to the Company’s investment policy

On 24 June 2021, the Company released its Financial Results for the year ended 31 March 2021, in which it stated that it was considering making amendments to its investment policy in respect of a potential increase to short-term gearing limits (thus enabling larger levels of acquisition financing to be used between capital raises), as well as clarifying the scope of energy efficiency investments.

Following consultation with Shareholders, the Board and Sustainable Development Capital LLP (the “**Investment Manager**”) have concluded that certain amendments to the investment policy would be in the best interests of the Company. Feedback from Shareholders during the consultation period has been considered by the Board and the Investment Manager and reflected in the proposed amendments. The proposed clarifications, detailed below, relate to the definition of users of Energy Efficiency Equipment, the role of Counterparties in Energy Efficiency projects, as well as allowing some flexibility to invest in developers, operators or managers of Energy Efficiency Projects. The proposed amendments to gearing are designed to provide more operational flexibility by increasing the short-term gearing level for acquisitions.

The proposed amendments are considered, in aggregate, to constitute a material change to the Company's published investment policy. Therefore, as stated in the 2021 Annual Report and pursuant to LR 15.4.8(2) of the Listing Rules, the Company is required to obtain the approval of the Company's Shareholders by way of an Ordinary Resolution.

Details of the amended investment policy

For the reasons set out in the paragraph below entitled “Rationale for amending the Company's investment policy”, the Company is proposing to replace its existing investment policy with the following new investment policy of the Company (the “**Revised Investment Policy**”):

Investment Policy

The Company seeks to achieve its investment objective by investing principally in a diversified portfolio of Energy Efficiency Projects with high quality, private and public sector Counterparties. The contracts governing these Energy Efficiency Projects entitle the Company to receive stable and predictable cash flows once the Energy Efficiency Projects are operational. The Company's returns take the form of Contractual Payments by Counterparties in respect of the relevant Energy Efficiency Equipment.

Whilst the Company invests predominantly in operational Energy Efficiency Projects, the Company may under certain circumstances invest in Energy Efficiency Projects while such projects are in a construction phase or development phase or, to a limited extent, in developers, operators or managers of Energy Efficient Projects.

In respect of each type of Energy Efficiency Equipment, the Company seeks to diversify its exposure to engineers, manufacturers or other service providers by contracting, where commercially practicable, with a range of different engineers, manufacturers or other service providers.

Energy Efficiency Projects may be acquired individually or as a portfolio from a single or a range of vendors. The Company may also invest in Energy Efficiency Projects jointly with a co-investor. The Company aims to achieve diversification by investing in different energy efficiency technologies and contracting with a wide range of Counterparties.

The Company invests and manages its Energy Efficiency Projects with the objective of assembling a high quality, diversified Portfolio.

The Company initially focused its attention on investing in the UK. However, over time, the Company has made, and may continue to make, investments in continental Europe, North America and the Asia Pacific region.

In pursuing its investment policy, the Company will seek to target sustainable investments, for example, by investing in projects that contribute to greenhouse gas (“**GHG**”) emission reductions.

Investment restrictions

In order to ensure a spread of investment risk, the Company has adopted the following investment restrictions:

- no Energy Efficiency Project investment by the Company will represent more than 20 per cent. of Gross Asset Value, calculated at the time of investment;
- the aggregate maximum exposure to any Counterparty will not exceed 20 per cent. of Gross Asset Value, calculated at the time of investment;

- the aggregate maximum exposure to Energy Efficiency Projects in either a development phase or construction phase will not exceed 35 per cent. of Gross Asset Value, calculated at the time of investment, provided that, of such aggregate amount, the aggregate maximum exposure to Energy Efficiency Projects in a development phase will not exceed 10 per cent. of Gross Asset Value, calculated at the time of investment;
- the aggregate value of the Company's investments (calculated at the time of investment) in developers, operators or managers of Energy Efficiency Projects that are not made at the same time as an investment by the Company in an associated Energy Efficiency Project will not exceed 3 per cent. of Gross Asset Value (with such 3 per cent. limit being included in the 10 per cent. limit on exposure to Energy Efficiency Projects in a development phase); and
- the Company will not invest in other UK listed closed-ended investment companies.

Gearing

The Company maintains a conservative level of aggregate gearing in the interests of capital efficiency, in order to seek to enhance income returns, long term capital growth and capital flexibility. The Company's target medium term gearing is up to 35 per cent. of NAV, calculated at the time of borrowing (the "**Structural Gearing**").

The Company may also enter into borrowing facilities on a short-term basis to finance acquisitions ("**Acquisition Finance**"), provided that the aggregate consolidated borrowing of the Company and the Project SPVs, including any Structural Gearing, shall not exceed 65 per cent. of NAV, calculated at the time of borrowing. The Company intends to repay any Acquisition Finance with the proceeds of a Share issue in the short to medium term.

Structural Gearing and Acquisition Finance are employed either at the level of the Company, at the level of the relevant Project SPV or at the level of any intermediate wholly owned subsidiary of the Company, and any limits set out in this investment objective and policy shall apply on a consolidated basis across the Company, the Project SPVs and such intermediate holding company. Structural Gearing and Acquisition Finance primarily comprise bank borrowings, though small overdraft facilities may be utilised for flexibility in corporate actions.

Use of derivatives

The Company may use derivatives for efficient portfolio management but not for investment purposes. In particular, the Company may engage in full or partial interest rate hedging or otherwise seek to mitigate the risk of interest rate increases and full or partial foreign exchange hedging to mitigate the risk of currency inflation.

The Company only enters into hedging contracts and other derivative contracts when they are available in a timely manner and on terms acceptable to it. The Company reserves the right to terminate any hedging arrangement in its absolute discretion.

Cash management

Whilst it is the intention of the Company to be fully or near fully invested in normal market conditions, the Company may hold cash on deposit and may invest in cash equivalent investments, which may include short term investments in money market type funds and tradeable debt securities ("**Cash and Cash Equivalents**").

There is no restriction on the amount of Cash and Cash Equivalents that the Company may hold and there may be times when it is appropriate for the Company to have a significant Cash and Cash Equivalent position instead of being fully or near fully invested.

Revised defined terms used in the new investment policy

"**Counterparty**" the host, beneficiary or procurer of the Energy Efficiency Equipment with whom the Company has entered into the Energy Efficiency Project, either directly or indirectly through the use of one or more Project SPVs

“Energy Efficiency Equipment” the equipment that is installed at or near the premises of a Counterparty or a site directly associated with an Energy Efficiency Project, including but not limited to solar, storage, CHP units, CCHP plant schemes, heat pumps, HVAC units, lighting equipment, motors, controls, biomass boilers and steam raising boilers (including IP steam processors) and green fuels for use in the built environment or transport produced at or near the point of use or via a distribution network

“Energy Efficiency Project” a project, the objective of which is to achieve one or more of the following criteria:

- reduce energy consumed and/or related GHG emissions arising from the existing and/or future supply, transmission, distribution or consumption of energy;
- reduce its Scope 1 GHG emissions (“Direct GHG emissions occur from sources that are owned or controlled by the company”) and Scope 2 GHG emissions (“electricity indirect GHG emissions from the generation of purchased, or generated on-site, electricity consumed by the company”) as defined by the GHG Protocol, directly and/or in conjunction with offsets that may be used to deliver additional net emissions reduction benefits;
- increase the supply of renewable energy generated on the premises of a Counterparty or generated at a site directly associated with the premises of a Counterparty
- reduce emissions and energy consumption in non-domestic sectors, which include:
 - o all forms of energy supply, conversion, distribution or transmission not originating within a private domestic dwelling, including district heating systems and CHP systems;
 - o demand for energy in non-domestic buildings including commercially owned or used property and public sector owned buildings;
 - o demand for energy in industrial and light manufacturing plant and machinery, operations and logistics;
 - o demand for energy in the transport sector; and
 - o through the deployment of energy efficiency measures in public and private infrastructure, such as in utilities (including the installation of smart metering equipment) and street lighting, or
- otherwise satisfy, in the Investment Manager’s reasonable opinion, any other criteria or measurement of energy efficiency in an industry or sector, or by using energy efficiency technologies that are compatible with the Company’s investment objective and policy

A blackline detailing the proposed changes to the current investment policy of the Company is set out in the Appendix to the Notice of AGM.

Rationale for amending the Company’s investment policy

The Company was incorporated on 12 October 2018 with the ambition to generate an attractive total return for investors comprising stable dividend income and capital preservation, with the opportunity for capital growth. The Company seeks to achieve its investment objective by investing principally in a diversified portfolio of Energy Efficiency Projects with high quality, private and public sector Counterparties.

Since its initial public offering in December 2018 (the “**IPO**”), the Company has successfully grown to a current market capitalisation of approximately £796 million, while at the same time diversifying its portfolio across a number of different sub-sectors in the energy efficiency market. With the development of the energy efficiency sector since IPO, the Board and the Investment Manager have been considering some possible small amendments to, and clarifications of, the Company’s investment policy. The proposed changes contained in the Revised Investment Policy are as follows:

- a) The Company currently has a limit of 10 per cent. of gross asset value that can be invested in Energy Efficiency Projects in a development phase. The Company wishes to clarify that within this limit it would be able to invest up to 3 per cent. in other developers, operators or managers of Energy Efficiency Projects. The rationale for this change (which does not increase the overall 10 per cent. that can be exposed to development phase assets) is that development capital, pipeline and/or the rights to development projects may sit within companies rather than projects themselves. Hence the Company can align itself to future upside in development pipelines (which it can create by funding

the development) more efficiently if it owns the developer, whilst noting that the 3 per cent. cap ensures that this is not a material part of the Revised Investment Policy.

- b) The Company is looking to extend its short-term gearing limits (thus enabling larger levels of acquisition financing to be used between capital raises) to provide increased operational flexibility and allow the Company to move quickly on attractive investment opportunities. Following initial consultation with Shareholders, the Company will not be adjusting its medium-term gearing target of 35 per cent. of NAV, but seeks to set its short-term gearing target to 65 per cent. of NAV from 50 per cent. of NAV. Gearing will continue to be measured on a consolidated basis across the Company and its Project SPVs.
- c) Clarifying the scope of certain defined terms to reflect the evolution of the sector since IPO:
 - o Removing reference to Counterparties' Energy Efficiency Equipment being 'used by them', as Counterparties may not always be the owner or occupier of a site, e.g. a concession agreement with an authority or a project that serves the transport sector;
 - o Sites to be 'associated with' rather than 'connected to' the premises of a Counterparty, as there may be opportunities to invest in projects that are not physically connected to, but that produce green energy that matches the demand load profile of a site;
 - o Expanding definition of Energy Efficiency Equipment to include recognised technologies such as solar, storage, heat pumps, motors, controls and green fuels; and
 - o Energy Efficiency Project criteria to include a reduction in Scope 1 and Scope 2 GHG emissions 'directly and/or in conjunction with offsets that may be used to deliver additional net emissions reduction benefits'.
- d) The Company also seeks to include a specific objective around sustainable investing.

Resolution 11: Allotment of shares

Resolution 11 deals with the Directors' authority to allot ordinary shares and to grant rights to subscribe for or to convert any security into shares in the Company in respect of 67,708,714 ordinary shares with a nominal amount of £677,087.14, (representing 10 per cent. of the Company's ordinary share capital in issue at 15 July 2021). The power will last until the end of the next AGM of the Company, when a resolution for its renewal will be proposed. The power is in addition to any remaining authority to allot shares that was conferred on the Company pursuant to a resolution of the Company's initial shareholder on 19 November 2018.

Special resolutions

Resolutions 12 to 14 are proposed as special resolutions which require that for each of those Resolutions to be passed, at least 75 per cent. of the votes cast in relation to such Resolution must be cast in favour of it.

Resolution 12: To approve the purchase of the Company's own shares

The Directors may consider repurchasing ordinary shares in the market if they believe it to be in Shareholders' interests as a whole and as a means of correcting any imbalance between supply of and demand for the ordinary shares.

Resolution 12, a special resolution, will renew the Company's authority to make market purchases of up to 14.99 per cent. of the Company's total issued ordinary share capital as at the date of the Notice (being 101,495,361 ordinary shares), either for cancellation or placing into treasury at the determination of the Directors. Purchases of ordinary shares will be made within guidelines established from time to time by the Board. Any purchase of ordinary shares would be made only out of the available cash resources of the Company.

The maximum price which may be paid for an ordinary share must not be more than the higher of (i) 5 per cent. above the average of the closing mid market value of ordinary shares for the five business days before the purchase is made, and (ii) the higher of the price of the last independent trade and the highest current independent bid for the ordinary shares on the trading venue where the purchase is carried out.

The minimum price which may be paid is 1 pence per ordinary share. Whilst the Directors have no present intention of using this authority, the Directors would use this authority in order to address any imbalance between the supply and demand for the ordinary shares and to manage the discount to net asset value at which the ordinary shares may trade. Ordinary shares will be repurchased only at prices (after allowing for costs) below the net asset value per ordinary share, which should have the effect of increasing the net asset value per ordinary share for remaining shareholders. The Directors would consider holding as treasury shares any ordinary shares which the Company purchases pursuant to the authority proposed to be granted by Resolution 12.

In relation to any repurchased ordinary shares held in treasury, unless such ordinary shares are subsequently cancelled, earnings per ordinary share will only be increased on a temporary basis until such time as the ordinary shares are subsequently sold out of treasury. This authority, if approved by shareholders, will expire at the earlier of the annual general meeting to be held in 2022, when a resolution for its renewal will be proposed, and 31 December 2022.

Shareholders should note that the purchase of ordinary shares by the Company is at the absolute discretion of the Directors and is subject to the working capital requirements of the Company and the amount of cash available to the Company to fund such purchases. Accordingly, no expectation or reliance should be placed on the Directors exercising such discretion on any one or more occasions. However, the Directors believe that the flexibility for the Company to be able to make such purchases may be beneficial to Shareholders in certain circumstances and, accordingly, is seeking authority for the Company to make market purchases of its own shares.

The authority sought would replace the authority given to the Directors at the annual general meeting held on 31 July 2020.

Resolution 13: Disapplication of Statutory Pre-emption Rights

Resolution 13 will give the Directors power to allot ordinary shares pursuant to the authority granted under Resolution 11 for cash without, in certain circumstances, being required to comply with the pre-emption rights in the Companies Act 2006. In particular, this power will permit the Directors to allot ordinary shares up to a maximum nominal value of £677,087.14 (representing approximately 10 per cent. of the issued ordinary share capital of the Company as at 15 July 2021) for cash otherwise than in connection with an offer to existing Shareholders.

The authority conferred by Resolution 13 will expire upon the expiry of the general authority conferred in Resolution 11. The power is in addition to any remaining authority to allot shares on a non-pre-emptive basis that was conferred on the Company pursuant to a resolution of the Company's initial shareholder on 19 November 2018. Any ordinary shares issued on a non pre-emptive basis under this authority will be issued at a price of no less than the prevailing net asset value per ordinary share at the time of allotment together with a premium intended to at least cover the costs and expenses of the relevant issuance of shares.

Shareholders are being asked to approve, by way of Special Resolution, the disapplication of the Pre-Emption Rights. The authority sought in this Resolution (13) is a standalone general authority in standard form.

Resolution 14: Notice period for meetings

The Companies Act 2006 requires the Company to give at least 21 clear days' notice for a general meeting (other than the AGM), unless the Company:

- i. has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent AGM; and
- ii. offers the facility for the Shareholders to vote by electronic means.

The Company would like to preserve its ability to call general meetings (other than the AGM) on less than 21 clear days' notice. The shorter notice period proposed by Resolution 14 would be used where the flexibility is merited by the business of the meeting and is thought to be in the interests of the Shareholders as a whole. Should the resolution be approved, it will be valid until the date of the next AGM in 2022, when it is intended that a similar resolution will be proposed.

FURTHER INFORMATION

Your attention is drawn to the Company's 2021 Annual Report which is available on our website at <https://www.seeitplc.com/>

BOARD RECOMMENDATIONS

The Directors consider that all Resolutions being proposed are in the best interests and will promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of each of the Resolutions to be proposed at the AGM.

ACTION TO BE TAKEN:

You will find enclosed a Form of Proxy for use at the AGM. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM. We draw your attention to the Board's recommendation in the paragraph above entitled "Impact of COVID-19 uncertainty on the AGM", that Shareholders do not attend in person. Forms of Proxy should be returned so as to be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom.

Yours sincerely,

Tony Roper
Chair
15 July 2021

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of SDCL Energy Efficiency Income Trust plc (the “**Company**”) will be held at 5th Floor, 1 Vine Street, London, W1J0AH on 10 August 2021 at 2.00 pm BST for the following purposes.

You will be asked to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 11 will be proposed as ordinary resolutions and Resolutions 12 to 14 will be proposed as special resolutions.

Ordinary resolutions

1. To receive the 2021 Annual report together with the Strategic Report and Reports of the Directors and Auditor.
2. To receive, approve and adopt the Directors’ Remuneration Report which appears on pages 87 to 90 of the 2021 Annual Report, including the proposed remuneration payable for the year ended 31 March 2022 to the Chair, the Senior Independent Director, the Chairs of each Committee of the Board and each other non-executive Director, for routine business.
3. To re-elect Tony Roper as a Director of the Company.
4. To re-elect Helen Clarkson as a Director of the Company.
5. To re-elect Christopher Knowles as a Director of the Company.
6. To elect Emma Griffin as a Director of the Company.
7. To re-appoint PricewaterhouseCoopers LLP as the Independent Auditors of the Company.
8. To authorise the Audit & Risk Committee to determine the remuneration of PricewaterhouseCoopers LLP, as the Auditors of the Company.
9. To approve the Company’s dividend policy for the year ending 31 March 2022.
10. To approve the amendment to the Company’s investment policy.
11. **THAT**, the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006, and in addition to all existing authorities, to exercise all powers of the Company to allot shares in the Company up to a maximum aggregate nominal amount of £677,087.14, being approximately 10 per cent. of the Company’s issued ordinary share capital on 15 July 2021 or, if changed, the number representing 10 per cent. of the issued share capital at the date the resolution is passed) PROVIDED THAT this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution save that the said authority shall allow and enable the Directors to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special resolutions

12. **THAT**, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.01 each on such terms and in such manner as the Directors may from time to time determine, provided that:
 - a) the maximum number of ordinary shares hereby authorised to be acquired between the date of this resolution and the date of the Company’s annual general meeting to be held in 2022 shall be 101,495,361 or, if less, that number of ordinary shares which is equal to 14.99 per cent. of the ordinary shares in issue as at the passing of this resolution;
 - b) the minimum price which may be paid for any ordinary share is £0.01;

- c) the maximum price which may be paid for any ordinary share is the higher of: (i) an amount equal to 105 per cent. of the average of the middle market quotations for such share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of a) the price of the last independent trade and b) the highest current independent bid for such share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution will be carried out;
 - d) this authority shall expire at the end of the Company's annual general meeting to be held in 2022, unless previously renewed, varied or revoked by the Company in a general meeting;
 - e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract would or might require the Company to purchase its ordinary shares after such expiry and the Company shall be entitled to purchase its ordinary shares pursuant to any such contract as if the power conferred hereby had not expired; and
 - f) any shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in treasury and, if held in treasury, may be resold from treasury or cancelled at the discretion of the Directors.
13. **THAT**, subject to the passing of Resolution 11, the Directors be and are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006, and in addition to all existing authorities, to allot equity securities (within the meaning of section 560 of the Companies Act 2006) wholly for cash pursuant to the authority conferred by resolution 11 as if sub-section (1) of section 561 of the Companies Act 2006 did not apply to any such allotment PROVIDED THAT the authorisation conferred by this resolution shall expire at the conclusion of the next AGM of the Company after the passing of this resolution save that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.
14. **THAT**, a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

By order of the Board

Registered Office

6th Floor
125 London Wall
London
EC2Y 5AS

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it (subject to any COVID-19 Restrictions that are in place at the time of the Annual General Meeting). A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise discretion as to whether and, if so, how they vote.
2. The quorum for the Annual General Meeting (the "**AGM**") will be two holders of ordinary shares present and entitled to vote in person or by proxy. In the event that a quorum is not present for the AGM within 30 minutes of the time appointed for the Annual General Meeting, the Annual General Meeting shall stand adjourned for five business days at the same time and place or to such other day and at such other time and place as the board of Directors may determine and no notice of adjournment need be given. At any such adjourned meeting, those members who are present in person shall be a quorum.
3. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC on +44 (0)370 703 0018. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 14 below.
4. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, no later than 2.00 pm BST on 6 August 2021, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
5. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by visiting www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions. These details can be found on the form of proxy. For an electronic proxy appointment to be valid, your appointment must be received by Computershare Investor Service PLC no later than 2.00 pm BST on 6 August 2021.
6. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 14(a) below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so (subject to any COVID-19 Restrictions that are in place at the time of the AGM and noting the Board's recommendation that Shareholders do not attend in person as described in the paragraph above entitled "Impact of COVID-19 uncertainty on the AGM"), however, if a member has appointed a proxy and votes at the AGM in person in respect of ordinary shares for which they have appointed a proxy, their proxy appointment in respect of those ordinary shares will automatically be terminated.
7. A vote withheld option is provided on the form of proxy, the purpose of which is to enable a member to withhold their vote on any particular resolution. It should be noted that a vote withheld is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
8. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
9. The statement of the rights of Shareholders in relation to the appointment of proxies in paragraphs 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.
10. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company by close of business on 9 August 2021 (or, in the event of any adjournment, by close of business on the date which is two days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. The right and ability to attend the AGM in person is subject to any COVID-19 Restrictions that are in place at the time of the AGM.
11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
12. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
13. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information or (ii) the answer has already been given on a website in the form of an answer to a question or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting by using the procedures described in the CREST Manual which can be viewed at <https://www.euroclear.com/about/en/business/Keylegaldocuments.html>.
14. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Please note the following:
 - (a) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent ID 3RA50 by the latest time(s) for receipt of proxy appointments specified in this notice. For this purpose, the time of receipt will be taken

to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

- (b) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
 - (c) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. For this purpose, the time of receipt will be taken to be the time (as determined by the time-stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
15. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its power as a member provided that they do not do so in relation to the same shares.
 16. As at 15 July 2021 (being the latest business day before the publication of this notice), the Company's issued share capital was 677,087,135 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date were 677,087,135.
 17. Copies of: (i) letters of appointment for Non-Executive Directors; and (ii) the Articles of the Company are available for inspection during usual business hours on any weekday (Saturday, Sunday's and public holidays exempted) at the registered office, until the date of the meeting and will be available for inspection until the conclusion of the AGM.
 18. A copy of this notice, and any other information required by section 311A of the Companies Act 2006 can be found at <https://www.seeitplc.com/>

APPENDIX – PROPOSED INVESTMENT POLICY

Investment Policy

The Company seeks to achieve its investment objective by investing principally in a diversified portfolio of Energy Efficiency Projects with high quality, private and public sector Counterparties. The contracts governing these Energy Efficiency Projects entitle the Company to receive stable and, predictable cash flows in respect of predominantly operational Energy Efficiency Equipment installed at Counterparties' premises once the Energy Efficiency Projects are operational. The Company's returns take the form of Contractual Payments by Counterparties in respect of the relevant Energy Efficiency Equipment used by them.

Whilst the Company invests predominantly in operational Energy Efficiency Projects, the Company may under certain circumstances invest in Energy Efficiency Projects while such projects are in a construction phase or development phase or, to a limited extent, in developers, operators or managers of Energy Efficient Projects.

In respect of each type of Energy Efficiency Equipment, the Company seeks to diversify its exposure to engineers, manufacturers or other service providers by contracting, where commercially practicable, with a range of different engineers, manufacturers or other service providers.

Energy Efficiency Projects may be acquired individually or as a portfolio from a single or a range of vendors. The Company may also invest in Energy Efficiency Projects jointly with a co-investor. The Company aims to achieve diversification by investing in different energy efficiency technologies and contracting with a wide range of Counterparties.

The Company invests and manages its Energy Efficiency Projects with the objective of assembling a high quality, diversified Portfolio.

The Company initially focussed its attention on investing in the UK. However, over time, the Company has made, and may continue to make, investments in continental Europe, North America and the Asia Pacific region.

In pursuing its investment policy, the Company will seek to target sustainable investments, for example, by investing in projects that contribute to greenhouse gas ("GHG") emission reductions.

Investment restrictions

In order to ensure a spread of investment risk, the Company has adopted the following investment restrictions:

- no Energy Efficiency Project investment by the Company will represent more than 20 per cent. of Gross Asset Value, calculated at the time of investment;
- the aggregate maximum exposure to any Counterparty will not exceed 20 per cent. of Gross Asset Value, calculated at the time of investment;
- the aggregate maximum exposure to Energy Efficiency Projects in either a development phase or construction phase will not exceed 35 per cent. of Gross Asset Value, calculated at the time of investment, provided that, of such aggregate amount, the aggregate maximum exposure to Energy Efficiency Projects in a development phase will not exceed 10 per cent. of Gross Asset Value, calculated at the time of investment;
- the aggregate value of the Company's investments (calculated at the time of investment) in developers, operators or managers of Energy Efficiency Projects that are not made at the same time as an investment by the Company in an associated Energy Efficiency Project will not exceed 3 per cent. of Gross Asset Value (with such 3 per cent. limit being included in the 10 per cent. limit on exposure to Energy Efficiency Projects in a development phase); and
- the Company will not invest in other UK listed closed-ended investment companies.

Gearing

The Company maintains a conservative level of aggregate gearing in the interests of capital efficiency, in order to seek to enhance income returns, long term capital growth and capital flexibility. The Company's target medium term gearing is up to 35 per cent. of NAV, calculated at the time of borrowing (the "**Structural Gearing**").

The Company may also enter into borrowing facilities on a short term basis to finance acquisitions ("**Acquisition Finance**"), provided that the aggregate consolidated borrowing of the Company and the Project SPVs, including any Structural Gearing, shall not exceed ~~50~~65 per cent. of NAV, calculated at the time of borrowing. The Company intends to repay any Acquisition Finance with the proceeds of a Share issue in the short to medium term.

Structural Gearing and Acquisition Finance are employed either at the level of the Company, at the level of the relevant Project SPV or at the level of any intermediate wholly owned subsidiary of the Company, and any limits set out in this investment objective and policy shall apply on a consolidated basis across the Company, the Project SPVs and such intermediate holding company. Structural Gearing and Acquisition Finance primarily comprise bank borrowings, though small overdraft facilities may be utilised for flexibility in corporate actions.

Use of derivatives

The Company may use derivatives for efficient portfolio management but not for investment purposes. In particular, the Company may engage in full or partial interest rate hedging or otherwise seek to mitigate the risk of interest rate increases and full or partial foreign exchange hedging to mitigate the risk of currency inflation.

The Company only enters into hedging contracts and other derivative contracts when they are available in a timely manner and on terms acceptable to it. The Company reserves the right to terminate any hedging arrangement in its absolute discretion.

Cash management

Whilst it is the intention of the Company to be fully or near fully invested in normal market conditions, the Company may hold cash on deposit and may invest in cash equivalent investments, which may include short term investments in money market type funds and tradeable debt securities ("**Cash and Cash Equivalents**").

There is no restriction on the amount of Cash and Cash Equivalents that the Company may hold and there may be times when it is appropriate for the Company to have a significant Cash and Cash Equivalent position instead of being fully or near fully invested.

DEFINED TERMS

"**Counterparty**" the host, beneficiary or procurer of the Energy Efficiency Equipment with whom the Company has entered into the Energy Efficiency Project, either directly or indirectly through the use of one or more Project SPVs

"**Energy Efficiency Equipment**" the equipment that is installed at or near the premises of a Counterparty or a site- ~~directly connected to~~associated with an Energy Efficiency Project, including but not limited to solar, storage, CHP units, CCHP plant schemes, heat pumps, HVAC units, lighting equipment, motors, controls, biomass boilers and steam raising boilers (including IP steam processors) and green fuels for use in the built environment or transport produced at or near the point of use or via a distribution network

"**Energy Efficiency Project**" a project, the objective of which is to achieve one or more of the following criteria:

- reduce energy consumed and/or related greenhouse gas ("GHG") emissions arising from the existing and/or future supply, transmission, distribution or consumption of energy;

- reduce its Scope 1 GHG emissions (“Direct GHG emissions occur from sources that are owned or controlled by the company”) and Scope 2 GHG emissions (“electricity indirect GHG emissions from the generation of purchased, or generated on-site, electricity consumed by the company”) as defined by the GHG Protocol, directly and/or in conjunction with offsets that may be used to deliver additional net emissions reduction benefits;
- increase the supply of renewable energy generated on the premises of a Counterparty or generated at a site ~~directly connected to~~associated with the premises of a Counterparty
- reduce emissions and energy consumption in non-domestic sectors, which include:
 - o all forms of energy supply, conversion, distribution or transmission not originating within a private domestic dwelling, including district heating systems and CHP systems;
 - o demand for energy in non-domestic buildings including commercially owned or used property and public sector owned buildings;
 - o demand for energy in industrial and light manufacturing plant and machinery, operations and logistics; ~~and~~
 - o demand for energy in the transport sector; and
 - o through the deployment of energy efficiency measures in public and private infrastructure, such as in utilities (including the installation of smart metering equipment) and street lighting, or
- otherwise satisfy, in the Investment Manager’s reasonable opinion, any other criteria or measurement of energy efficiency in an industry or sector, or by using energy efficiency technologies that are compatible with the Company’s investment objective and policy

